

**GREENBRIER**  
**LEASING COMPANY LLC**

RECORDATION NO. **30531** **FILED**

**NOV 29 '12 - 10 38 AM**

**SURFACE TRANSPORTATION BOARD**

Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

November 27, 2012

VIA FEDERAL EXPRESS

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and three (3) photocopies of a Memorandum of Schedule No. 5 dated November 9, 2012 and effective as of January 1, 2010 to Lease Agreement dated as of January 1, 2008, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$42 payable to the order of the Surface Transportation Board covering the required recordation fee.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: CSX Transportation, Inc.  
500 Water Street  
Jacksonville, FL 32202

A description of the railroad equipment covered by the enclosed document is:

Eighty-five (85) Auto-Max® I two-unit articulated auto hauler railcars marked and numbered AOK 501500 through AOK 501584, inclusive.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief  
Surface Transportation Board  
November 27, 2012  
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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 5.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is fluid and cursive, with the first name "Sheri" and last name "Grether" clearly distinguishable.

Sheri Clarke Grether  
Senior Paralegal

SCG:ms  
Enclosures

cc: Edward M. Luria, Esq.

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~~SURFACE TRANSPORTATION BOARD~~

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**MEMORANDUM OF SCHEDULE NO. 5**  
**TO LEASE AGREEMENT**  
**BETWEEN**  
**GREENBRIER LEASING COMPANY LLC ("LESSOR")**  
**AND**  
**CSX TRANSPORTATION, INC. ("LESSEE")**  
**DATED: NOVEMBER 9, 2012**  
**EFFECTIVE: JANUARY 1, 2010**

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Memorandum of Lease for Schedule No. 5 dated as of November 9, 2012 and effective as of January 1, 2010 to a Lease Agreement made and entered into as of January 1, 2008, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and CSX Transportation, Inc , a Virginia corporation ("Lessee").

WITNESSETH

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor eighty-five (85) Auto-Max® I two-unit articulated auto hauler railcars, bearing reporting marks and numbers as set forth on the Railcar List attached as Exhibit A.
2. Schedule No. 5 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in Schedule No. 5, as the same may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR.

LESSEE.

GREENBRIER LEASING COMPANY LLC

CSX TRANSPORTATION, INC

BY: [Signature]

BY: [Signature]

NAME: [Signature]

NAME: CHRISTINE MASTROMATTA

TITLE

President

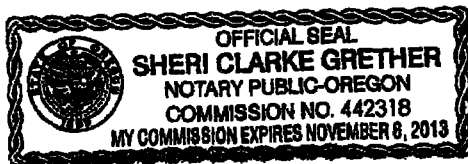
TITLE: MGR LEASING + Trucking

STATE OF OREGON

)  
) ss.  
)

COUNTY OF CLACKAMAS

On this 9<sup>th</sup> day of November, 2012, before me personally appeared J.T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was ~~her~~ or his free act and deed



Sheri Clarke Grether  
NOTARY PUBLIC  
My commission expires: November 8, 2013

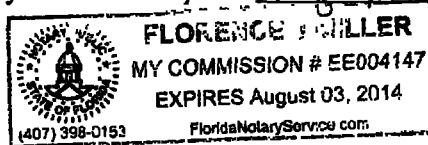
STATE OF FLORIDA

)  
) ss.  
)

COUNTY OF Duval

On this 8<sup>th</sup> day of November, 2012, before me personally appeared Christine Mustomatto, to me personally known, who being by me duly sworn, says that s/he is the Manager Leasing & Treasury of CSX Transportation, Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Florence J. Miller  
NOTARY PUBLIC  
My commission expires. Aug 3, 2014



**EXHIBIT A****RAILCAR LIST**

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOK	501500	AOK	501531	AOK	501562
AOK	501501	AOK	501532	AOK	501563
AOK	501502	AOK	501533	AOK	501564
AOK	501503	AOK	501534	AOK	501565
AOK	501504	AOK	501535	AOK	501566
AOK	501505	AOK	501536	AOK	501567
AOK	501506	AOK	501537	AOK	501568
AOK	501507	AOK	501538	AOK	501569
AOK	501508	AOK	501539	AOK	501570
AOK	501509	AOK	501540	AOK	501571
AOK	501510	AOK	501541	AOK	501572
AOK	501511	AOK	501542	AOK	501573
AOK	501512	AOK	501543	AOK	501574
AOK	501513	AOK	501544	AOK	501575
AOK	501514	AOK	501545	AOK	501576
AOK	501515	AOK	501546	AOK	501577
AOK	501516	AOK	501547	AOK	501578
AOK	501517	AOK	501548	AOK	501579
AOK	501518	AOK	501549	AOK	501580
AOK	501519	AOK	501550	AOK	501581
AOK	501520	AOK	501551	AOK	501582
AOK	501521	AOK	501552	AOK	501583
AOK	501522	AOK	501553	AOK	501584
AOK	501523	AOK	501554		
AOK	501524	AOK	501555	<b>Total</b>	<b>85 Cars</b>
AOK	501525	AOK	501556		
AOK	501526	AOK	501557		
AOK	501527	AOK	501558		
AOK	501528	AOK	501559		
AOK	501529	AOK	501560		
AOK	501530	AOK	501561		